

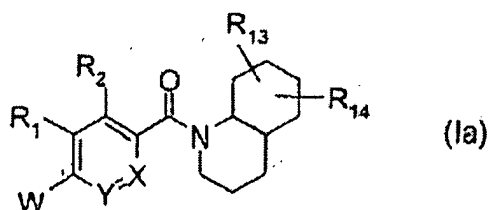
Amendments to the Claims

This Listing of Claims will replace all prior versions, and listings, of claims in the specification:

Listing of Claims:

1.-6. (Canceled)

7. (Currently Amended) ~~The A compound according to claim 3 of~~ having the formula



wherein

R₁ and R₂ are independently hydrogen, cyano, halo, nitro, optionally substituted amino, lower alkyl, C₁₋₄ alkyl, trifluoromethyl, -CO₂H, CO₂C₁₋₄ alkyl, C(O)NHC₁₋₄ alkyl, or lower C₁₋₄ alkoxy, or

R₁ and R₂ combined together with the carbon atoms to which they are attached form an optionally substituted 6-membered aromatic ring;

W is -NR₅C(O)R₆, -NR₅C(O)OR₆, -NR₅C(O)NR₆R₇, -NR₅C(S)NR₆R₇, -NR₅S(O)₂R₆, -NR₅R₈, -C(O)NR₆R₇, -OR₉ or -OC(O)NR₆R₇ in which

R₅ and R₇ are independently hydrogen or methyl; or

R₅ and R₁ are alkylene which combined together with the nitrogen atom to which R₅ is attached and the carbon atoms to which W and R₁ are attached form a 5-membered ring;

R₆ is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R₈ is optionally substituted alkyl, aralkyl or heteroaralkyl;

R₉ is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl; or

~~W is aryl or heteroaryl; or~~

~~W is hydrogen provided that R₁ is -NR₅Z in which Z is -C(O)R₆, -C(O)OR₆, -C(O)NR₆R₇, -C(S)NR₆R₇, -S(O)₂R₆, or -R₈; or~~

W and R₁ combined together with the carbon atoms they are attached to form a 6-membered aromatic ring optionally substituted with alkyl, alkoxy, aryl, heteroaryl, halo, -NR₅Z, -C(O)NR₆R₇, -OR₉ or -OC(O)NR₆R₇;

X is CH;

Y is CH or nitrogen; or

~~X=Y is CH₂, oxygen, sulfur or NR₁₀ in which R₁₀ is hydrogen or methyl;~~

R₁₃ and R₁₄ are independently hydrogen, hydroxy or optionally substituted lower C₁₋₄ alkyl; or

a pharmaceutically acceptable salt thereof.

8. (Currently Amended) The compound according to claim 7 wherein

R₁ is hydrogen;

R₂ is hydrogen, chloro, methoxy, ethoxy, propoxy or optionally substituted amino;

W is - NR₅C(O)R₆, -NR₅C(O)OR₆, -NR₅C(O)NR₆R₇, -NR₅C(S)NR₆R₇, -NR₅S(O)₂R₆, -NR₅R, -C(O)NR₆R₇, ~~OR₉~~ or -OC(O)NR₆R₇ in which

R₅ and R₇ are independently hydrogen or methyl;

R₆ is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R₈ is optionally substituted alkyl, aralkyl or heteroaralkyl;

R₉ is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

X is CH;

Y is CH;

R₁₃ and R₁₄ are independently hydrogen, hydroxy or optionally substituted lower alkyl; or
a pharmaceutically acceptable salt thereof.

9. (Currently Amended) The compound according to claim 7 wherein

R₁ is methyl, methoxy or optionally substituted amino;

R₂ is hydrogen;

W is -NR₅C(O)R₆, -NR₅C(O)OR₆, -NR₅C(O)NR₆R₇, -NR₅C(S)NR₆R₇, -NR₅S(O)₂R₆, -NR₅R₈, -C(O)NR₆R₇, ~~OR₉~~ or -OC(O)NR₆R₇ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R_8 is optionally substituted alkyl, aralkyl or heteroaralkyl;

R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

X is CH;

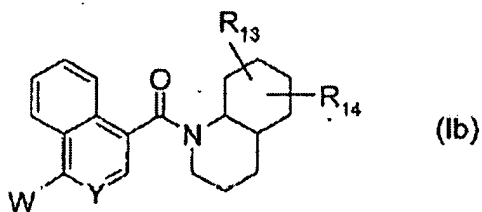
Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or optionally substituted lower alkyl; or a phamaceutically acceptable salt thereof.

10. (Canceled)

11. (Canceled)

12. (Currently Amended) The compound according to claim 7 of the formula



wherein

W is $-\text{NR}_5\text{C}(\text{O})\text{R}_6$, $-\text{NR}_5\text{C}(\text{O})\text{OR}_6$, $-\text{NR}_5\text{C}(\text{O})\text{NR}_6\text{R}_7$, $-\text{NR}_5\text{C}(\text{S})\text{NR}_6\text{R}_7$, $-\text{NR}_5\text{S}(\text{O})_2\text{R}_6$, $-\text{NR}_5\text{R}_8$, $-\text{C}(\text{O})\text{NR}_6\text{R}_7$, $-\text{OR}_9$ or $-\text{OC}(\text{O})\text{NR}_6\text{R}_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R_8 is optionally substituted alkyl, aralkyl or heteroaralkyl;

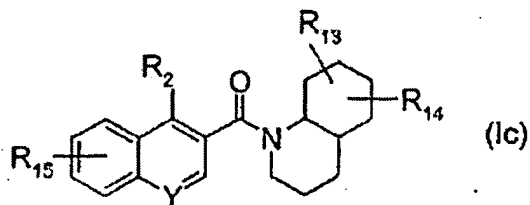
R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or optionally substituted lower alkyl;

or a pharmaceutically acceptable salt thereof.

13. (Currently Amended) The A compound according to claim 7 of the formula



wherein

R_2 is hydrogen, halo or alkoxy;

Y is CH or nitrogen;

R_{13} and R_{14} are independently hydrogen, hydroxy or optionally substituted lower alkyl;

R_{15} is hydrogen, $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_6$, $-C(O)NR_6R_7$, $-OR_9$ or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

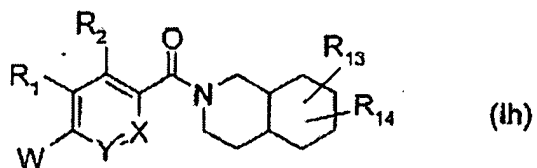
R_8 is optionally substituted alkyl, aralkyl or heteroaralkyl;

R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

or a pharmaceutically acceptable salt thereof.

14-17. (Canceled).

18. (Currently Amended) The compound according to claim 3 of the formula



wherein

R_1 and R_2 are independently hydrogen, halo, optionally substituted amino, lower C_{1-4} alkyl or lower C_{1-4} alkoxy; or

R₁ and R₂ combined together form an optionally substituted 6-membered aromatic ring;

W is -NR₅C(O)R₆, -NR₅C(O)OR₆, -NR₅C(O)NR₆R₇, -NR₅C(S)NR₆R₇, -NR₅S(O)₂R₆,
-NR₅R₆, -C(O)NR₆R₇, -OR₆ or -OC(O)NR₆R₇ in which

R₅ and R₇ are independently hydrogen or methyl; or

R₅ and R₁ are alkylene which combined together with the nitrogen atom to which R₅ is attached and the carbon atoms to which W and R₁ are attached form a 5-membered ring;

R₆ is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R₈ is optionally substituted alkyl, aralkyl or heteroaralkyl;

R₉ is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl; or

W is aryl or heteroaryl; or

W and R₁ combined together with the carbon atoms to which they are attached form a 6-membered aromatic ring optionally substituted with alkyl, alkoxy, aryl, heteroaryl, halo,
-NR₅Z, -C(O)NR₆R₇, -OR₉ or -OC(O)NR₆R₇ in which

Z is -C(O)R₆, -C(O)OR₆, -C(O)NR₆R₇, -C(S)NR₆R₇, -S(O)₂R₆, or -R₆;

R₁₃ and R₁₄ are independently hydrogen, hydroxy or optionally substituted lower alkyl;

X is CH;

Y is CH or nitrogen; or

~~X=Y is CH₂, oxygen, sulfur or NR₁₀ in which R₁₀ is hydrogen or methyl;~~

or a pharmaceutically acceptable salt thereof.

19. (Currently Amended) The compound according to claim 18 wherein

R₁ is hydrogen;

R₂ is hydrogen, chloro, methoxy, ethoxy, propoxy or optionally substituted amino;

W is -NR₅C(O)R₆, -NR₅C(O)OR₆, -NR₅C(O)NR₆R₇, -NR₅C(S)NR₆R₇, -NR₅S(O)₂R₆,
-NR₅R₆, -C(O)NR₆R₇, ~~OR₆~~ or -OC(C)NR₆R₇ in which

R₅ and R₇ are independently hydrogen or methyl;

R₆ is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R₈ is optionally substituted alkyl, aralkyl or heteroaralkyl;

R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

X is CH;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or optionally substituted lower alkyl;
or a pharmaceutically acceptable salt thereof.

20. (Currently Amended) The compound according to claim 18 wherein

R_1 is methyl, methoxy or optionally substituted amino;

R_2 is hydrogen;

W is $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$,
 $-NR_5R_8$, $-C(O)NR_6R_7$, $-OR_9$ or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or
heteroaralkyl;

R_8 is optionally substituted alkyl, aralkyl or heteroaralkyl;

R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

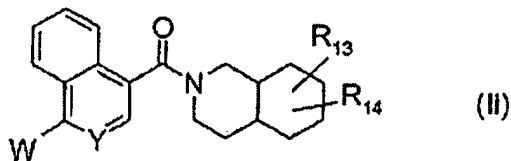
X is CH;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or optionally substituted lower alkyl;
or a pharmaceutically acceptable salt thereof.

21. (canceled)

22. (Currently Amended) The compound according to claim 18 of the formula



wherein

W is $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$, $-OR_9$ or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R_8 is optionally substituted alkyl, aralkyl or heteroaralkyl;

R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or optionally substituted lower alkyl; or a pharmaceutically acceptable salt thereof.

23-24. (Canceled)

25. (Withdrawn) A method for the inhibition of 11β -hydroxysteroid dehydrogenase type 1 (11β -HSD1) oxoreductase activity in mammals, which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

26. (Withdrawn) A method to control glucocorticoid concentration in mammals which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

27. (Withdrawn) A method according to claim 26, which comprises lowering intracellular and hepatic glucocorticoid concentrations, increasing insulin sensitivity in the adipose tissue and in the muscle, reducing lipolysis and free fatty acid production in the adipose tissue, and inhibiting hepatic gluconeogenesis.

28. (Withdrawn) A method for the treatment of conditions associated with 11β -HSD1 oxoreductase activity in mammals which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

29. (Withdrawn) A method for the treatment of glucocorticoid associated disorders in mammals which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

30. (Withdrawn) A method according to claim 29, which comprises administering a compound of claim 1 in combination with a therapeutically effective amount of insulin, insulin derivative or mimetic, insulin secretagogue, insulinotropic sulfonylurea receptor ligand, insulin sensitizer, biguanide, alpha-glucosidase inhibitor, GLP-1, GLP-1 analog or mimetic, DPP-IV inhibitor, hypolipidemic agent, anti-obesity agent, cholestyramine, fibrate, nicotinic acid, or aspirin.

31. (Withdrawn) A method for the treatment of impaired glucose tolerance in Type 2 diabetes which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

32. (Withdrawn) A method for the treatment of Syndrome-X, dyslipidemia, hypertension and central obesity which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

33. (Currently Amended) A pharmaceutical composition, comprising:

the compound of claim 1 preferably in a therapeutically effective amount, in combination with one or more pharmaceutically acceptable carriers.

34. (Canceled)

35. (Canceled)

36. (Canceled)

37. (Canceled)

38. (Canceled)

39. (Canceled)